

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

December 21, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of July 11, 1995, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Illinois Central Railroad Company
755 North City Front Plaza Drive
Chicago, IL 60611-5504

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides marked and numbered CRLE 3000 through CRLE 3099, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

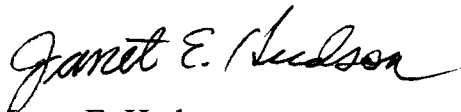
December 21, 1995

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A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of July 11, 1995 between Greenbrier Leasing Corporation , Lessor, and Illinois Central Railroad Company, Lessee, covering one hundred (100) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides marked and numbered CRLE 3000 through CRLE 3099, inclusive.

Sincerely,



Janet E. Hudson
Assistant to the
Executive Vice President

jeh
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission

Washington, D.C. 20423-0001 1/2/96

Office Of The Secretary

Janet E. Hudson
The Greenbrier Companies
One Centerpointe Drive, Ste. 200
Lake Oswego Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/2/96 at 11:30AM , and assigned recordation number(s). 19866.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19866

2 11:11 AM

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

ILLINOIS CENTRAL RAILROAD COMPANY ("LESSEE")

JULY 11, 1995

Memorandum of a Loading Agreement made and entered into as of July 11, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Illinois Central Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides marked and numbered CRLE 3000 through CRLE 3099, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, E.V.P.

ILLINOIS CENTRAL RAILROAD COMPANY

By: W. G. Schiffel

STATE OF OREGON
COUNTY OF CLACKAMAS

)
) ss.
)

On this 14th day of December, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF ILLINOIS
COUNTY OF COOK

)
) ss.
)

On this 5th day of DECEMBER, 1995, before me personally appeared W G GRIFFITHS, to me personally known, who being by me duly sworn, says that he is the SEPT FRT CAN MANAGER of ILLINOIS CRANIAL HANCOCK COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Louis W. Krause
NOTARY PUBLIC

My commission expires:

MAY 11, 1996

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